

Dietz Steven J
Form 4
May 21, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dietz Steven J

(Last) (First) (Middle)

C/O DEALERTRACK HOLDINGS,
INC., 1111 MARCUS AVENUE,
SUITE M04

(Street)

LAKE SUCCESS, NY 11042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DealerTrack Holdings, Inc. [TRAK]

3. Date of Earliest Transaction
(Month/Day/Year)

03/17/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2007		S		2,331	D	\$ 33	176,410	I	By GRPVC, L.P. <u>(1)</u>
Common Stock	03/17/2007		S		206	D	\$ 33.01	176,204	I	By GRPVC, L.P. <u>(1)</u>
Common Stock	03/17/2007		S		118	D	\$ 33.02	176,086	I	By GRPVC, L.P. <u>(1)</u>
Common	03/17/2007		S		236	D	\$	175,850	I	By

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Stock					33.07			GRPVC, L.P. ⁽¹⁾
Common Stock	03/17/2007	S	236	D	\$ 33.1	175,614	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/17/2007	S	165	D	\$ 33.15	175,449	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	2,061	D	\$ 33	173,388	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	932	D	\$ 33.03	172,456	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	932	D	\$ 33.04	171,524	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	932	D	\$ 33.05	170,592	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	932	D	\$ 33.06	169,660	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	932	D	\$ 33.07	168,728	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	1,399	D	\$ 33.08	167,329	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	2,331	D	\$ 33.12	164,998	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	686	D	\$ 33.15	164,312	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	1,911	D	\$ 33.19	162,401	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	1,831	D	\$ 33.2	160,570	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/18/2007	S	47	D	\$ 33.25	160,523	I	By GRPVC, L.P. ⁽¹⁾

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Common Stock	03/21/2007	S	749	D	\$ 32.96	159,774	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007	S	1,871	D	\$ 32.97	157,903	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007	S	936	D	\$ 32.98	156,967	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007	S	1,123	D	\$ 32.99	155,844	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007	S	11,817	D	\$ 33	144,027	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007	S	996	D	\$ 33.01	143,031	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007	S	4,712	D	\$ 33.03	138,319	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007	S	562	D	\$ 33.05	137,757	I	By GRPVC, L.P. ⁽¹⁾
Common Stock	03/21/2007	S	318	D	\$ 33.1	137,439	I	By GRPVC, L.P. ⁽¹⁾
Common Stock						98,847	I	By GRPAQ, L.P. ⁽²⁾
Common Stock						12,000 ⁽³⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dietz Steven J
C/O DEALERTRACK HOLDINGS, INC.
1111 MARCUS AVENUE, SUITE M04
LAKE SUCCESS, NY 11042

X

Signatures

/s/ Eric D. Jacobs as attorney-in-fact for Steven J.
Dietz

05/21/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) GRP Management Services Corp., or GRPMS, is the general partner of GRPVC, L.P. Mr. Dietz is Chief Financial Officer of GRPMS.
- (2) GRPAQ, Inc. is the general partner of GRPAQ, L.P. Mr. Dietz is Chief Financial Officer of GRPAQ, Inc.
- (3) Includes 3,500 shares of restricted common stock.

Remarks:

Due to the SEC's row number limitations this Form 4 is being filed in two parts. This is part 2 of 2.

On May 4, 2007, GRP II, L.P. and related entities distributed the shares of the issuer's common stock that they held. Subsequent

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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